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REDACTED – FOR PUBLIC INSPECTION
IN MB DOCKET NO. 07-18 before the Federal Communications Commission

October 1, 2007

Via Hand Delivery

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

FILED/ACCEPTED

OCT - 1 2007

Federal Communications Commission
Office of the Secretary

ORIGINAL

Re: Consolidated Application of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, for Authority to Transfer Control, MB Docket No. 07-18

Dear Ms. Dortch:

In response to the request of the Commission Staff, Discovery Holding Company ("Discovery Holding") is submitting, with this letter, two copies of a revised the List of Privileged Documents. As further requested by the Commission staff, Discovery Holding has included the following additional information: number of pages in withheld document; designation of request to which document is responsive; identification of counsel (each by an asterisk); and further clarification of claimed privilege.

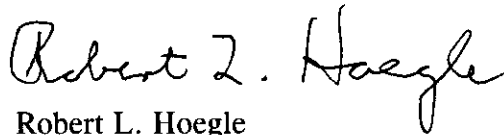
Discovery Holding has designated as **CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN MB DOCKET NO. 07-18 before the Federal Communications Commission**, redacted for public inspection. Discovery Holding will make the Stamped Confidential Document available for inspection in accordance with the Protective Orders at the offices of Nelson, Mullins, Riley & Scarborough LLP at the above address. Please contact Thomas Bardo, Esquire ((202) 712-2817) to make arrangements for such inspection.

No. of Copies rec'd 0+2
List ABCDE

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If you have any questions regarding the enclosures, please contact me.

Respectfully submitted,



Robert L. Hoegle
Nelson Mullins Riley & Scarborough LLP
Counsel for Discovery Holding Company

RLH:kjk
Enclosures

cc: Rosemary Harold, Rosemary.Harold@fcc.gov (w/o encls.)
Sarah Whitesell, Sarah.Whitesell@fcc.gov (w/o encls.)
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Marilyn Simon, Marilyn.Simon@fcc.gov (w/o encls.)

LIST OF PRIVILEGED DOCUMENTS - DISCOVERY HOLDING COMPANY
MB DOCKET NO. 07-18

1. Document Type: Draft Document
Date: 11/1/05
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 2
Request: I.D.
2. Document Type: Draft Document
Date: 10/22/06
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 2
Request: I.D.
3. Document Type: Draft Document
Date: N/A
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 2
Request: I.D.

4. Document Type: E-mail with Attachment
Date: 10/26/06
To: Bill Fitzgerald; Craig Troyer*
From: John Orr
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Communication
Requesting Attorney Advice
Pages: 1 with additional attachment of 21 pages
Request: I.D.
5. Document Type: E-mail with Attachment
Date: 6/26/07
To: Charles Tanabe*
From: Frederick McGrath*
Copyees: John Winter*; Frederick McGrath*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 1 with attachment of two pages
Request: I.D.
6. Document Type: E-mail with Attachment
Date: 6/29/07
To: Charles Tanabe*
From: Frederick McGrath*
Copyees: John Winter*; Frederick McGrath*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 1 with attachment of pages
Request: I.D.

7. Document Type: E-mail with Attachments
Date: 7/1/07
To: Travis Laster*; Charles Tanabe*; John Winter*; Jonathan Gordon*
From: Frederick McGrath*
Copyees: Frederick McGrath*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 1 with two attachments of 2 pages
Request: I.D.
8. Document Type: E-mail with Attachment
Date: 4/27/06
To: Theresa Monahan
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 2 pages
Request: I.D.
9. Document Type: E-mail with Attachment
Date: 4/28/06
To: Theresa Monahan
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege -Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 2 pages
Request: I.D.

10. Document Type: E-mail
Date: 5/3/06
To: Bill Fitzgerald
From: Charles Tanabe*
Copyees: Albert Rosenthaler*; Marc Leaf*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
11. Document Type: E-mail
Date: 7/16/2007
To: Charles Tanabe*
From: Dob Bennett
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
12. Document Type: E-mail with Attachment
Date: 7/2/2007
To: Dob Bennett; Marty Flessner; David Wargo; Paul Gould; Lavoy Robison
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1 with attachment of 15 pages
Request: I.D.

13. Document Type: E-mail
Date: 12/21/2005
To: Albert Rosenthaler; Gary Blaylock; Charles Tanabe*; Craig Troyer*
From: John Orr
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Requesting Attorney Advice
Pages: 2
Request: I.D.
14. Document Type: E-mail
Date: 12/20/2005
To: Craig Troyer*
From: Julie Ballantine
Copyees: John Orr
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Requesting Attorney Advice
Pages: 1
Request: I.D.
15. Document Type: E-mail
Date: 11/30/2006
To: Deborah Buckley*
From: Craig Troyer*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.

16. Document Type: E-mail
Date: 12/09/2006
To: Deborah Buckley*; Sumeet Seem; Craig Troyer*
From: Anna Tran
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Common Interest Privileged – Privileged and Confidential Communication Requesting Attorney Advice
Pages: 1
Request: I.D.
17. Document Type: E-mail
Date: 12/09/2006
To: Sumeet Seem; Anna Tran; Craig Troyer*
From: Deborah Buckley*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Common Interest Privileged – Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
18. Document Type: E-mail
Date: 11/22/2006
To: Craig Troyer*
From: Deborah Buckley*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.

19. Document Type: Draft Documents
Date: 10/24/06 - 3/6/07
To: N/A
From: N/A
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Drafts
Pages: 255
Request: I.D.
20. Document Type: E-mail with Attachment
Date: 4/24/2007
To: Dob Bennett
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft
Pages: 1 with attachment of 3 pages
Request: I.D.
21. Document Type: Draft Document
Date: 7/19/2005
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 19
Request: I.D.

22. Document Type: Draft Document
Date: 4/25/2007
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 5
Request: I.D.
23. Document Type: Draft Document
Date: 7/27/2005
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 11 with attachment of 88 pages
Request: I.D.
24. Document Type: Draft Document
Date: 7/27/2005
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Drafts
Pages: 15 with attachment of 53 pages
Request: I.D.

25. Document Type: Memorandum
Date: 7/18/2005
To: John Malone
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
26. Document Type: E-mail
Date: 5/11/2007
To: Dob Bennett
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
27. Document Type: E-mail with attachment
Date: 2/15/2007
To: Theresa Monahan
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 1 page
Request: I.D.

28. Document Type: E-mail with Attachment
Date: 1/30/2007
To: Theresa Monahan
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 3 pages
Request: I.D.
29. Document Type: E-mail with Attachment
Date: 11/02/06
To: Chris Shean; Mark Burton; Bill Fitzgerald; Charles Tanabe*; Arnold Hoy
From: Kelly King
Copyees: Debbie Rolando; Jay Singh; Alice Chiu
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Requesting Attorney Advice
Pages: 1 with attachment of 31 pages
Request: I.D.
30. Document Type: E-mail with Attachments
Date: 3/23/07
To: Pamela Coe*
From: Renee Wilm*
Copyees: Charles Tanabe*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Draft
Pages: 1 with two attachments of 3 pages each
Request: I.D.

31. Document Type: Draft Document
Date: 7/19/05
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 12
Request: I.D.
32. Document Type: Draft Document
Date: 6/24/05
To: Discovery Communications, Inc.
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft with Attorney notations
Pages: 26
Request: I.D.
33. Document Type: Facsimile
Date: 6/16/05
To: John Hendricks; Dob Bennett; John Malone; Bob Miron; Jim Robbins
From: Mark Hollinger*
Copyees: Judith McHale
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 3
Request: I.D.

34. Document Type: Draft Document
Date: N/A
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 3
Request: I.D.
35. Document Type: Draft Document
Date: 11/1/05
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1
Request: I.D.
36. Document Type: Draft Document
Date: 7/20/05
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 10
Request: I.D.

37. Document Type: Draft Document
Date: 10/22/06
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 2
Request: I.D.
38. Document Type: Draft Document
Date: N/A
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1
Request: I.D.
39. Document Type: Draft Document
Date: N/A
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 2
Request: I.D.

40. Document Type: Draft Document
Date: N/A
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 3
Request: I.D.
41. Document Type: Email with Attachment
Date: 4/24/07
To: Theresa Monahan
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 3 pages
Request: I.D.
42. Document Type: E-mail with Attachments
Date: 4/24/07
To: Charles Tanabe*
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1 with six attachments of 3, 2, 3, 2, 3 and 3 pages
Request: I.D.

43. Document Type: Email with Attachments
Date: 1/10/2007
To: Craig Troyer*
From: Deborah Buckley*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft
Pages: 1 with attachments of 7 and 13 pages
Request: I.D.
44. Document Type: Email
Date: 1/05/2007
To: Craig Troyer*
From: Deborah Buckley*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
45. Document Type: Email
Date: 12/15/2006
To: Craig Troyer*
From: Deborah Buckley*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.

46. Document Type: Email
Date: 5/18/2007
To: Charles Tanabe*; John Orr; Robert Murray*
From: Mark Burton
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
47. Document Type: Email
Date: 5/17/2007
To: Robert Murray*; John Orr; Chris Shean; Charles Tanabe*
From: Mark Burton
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
48. Document Type: Email
Date: 5/17/2007
To: Mark Burton; Charles Tanabe*; John Orr
From: Robert Murray*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.

49. Document Type: Email with Attachments
Date: 4/30/2007
To: Mark Burton
From: Theresa Monahan (Assistant to Charles Tanabe*)
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1 with two attachments of 3 and 4 pages
Request: I.D.
50. Document Type: Email with Attachments
Date: 5/14/2007
To: Charles Tanabe*; Albert Rosenthaler
From: John Winter*
Copyees: Frederick McGrath; Robert Langley
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1 with two attachments of 3 and 4 pages
Request: I.D.
51. Document Type: Email
Date: 5/14/2007
To: Charles Tanabe*; Frederick McGrath*; John Orr
From: Mark Burton
Copyees: John Winter*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Communication Requesting Attorney Advice
Pages: 1
Request: I.D.

52. Document Type: Email with Attachments
Date: 4/23/2007
To: Charles Tanabe*
From: John Winter*
Copyees: Frederick McGrath*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Drafts
Pages: 1 with two attachments of 2 and 3 pages
Request: I.D.
53. Document Type: Email with Attachment
Date: 4/11/2007
To: Charles Tanabe*
From: John Winter*
Copyees: Frederick McGrath*; Robert Langley*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Draft
Pages: 1 with attachment of 82 pages
Request: I.D.
54. Document Type: Email
Date: 4/07/2007
To: Charles Tanabe*
From: Dob Bennett
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication
Pages: 1
Request: I.D.

55. Document Type: Email with Attachment
Date: 3/31/2007
To: Charles Tanabe*; Pamela Coe*; Mark Burton; Kelly King; Julie Ballantine
From: John Winter*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Draft
Pages: 1 with attachment of 29 pages
Request: I.D.
56. Document Type: Email with Attachments
Date: 3/28/2007
To: Charles Tanabe*; Craig Troyer*; Pamela Coe*; Mark Burton; Kelly King;
Debbie Anderssen
From: John Winter*
Copyees: Robert Murray*; Frederick McGrath*; Helen Lok*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Drafts
Pages: 1 with attachments of 25 and 27 pages
Request: I.D.
57. Document Type: Email with Attachment
Date: 3/23/2007
To: Charles Tanabe*
From: John Winter*
Copyees: Craig Troyer*; Pamela Coe*; Mark Burton; Kelly King; Debbie Anderssen;
Robert Murray*; Frederick McGrath*
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 1 with attachment of 24 pages
Request: I.D.

58. Document Type: Draft Document
Date: N/A
To: Charles Tanabe*
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft
Pages: 12
Request: I.D.
59. Document Type: Email with Attachment
Date: 5/03/07
To: Arnold Hoy; Shana Sato; Adam Walker; Jay Singh; Alice Chiu; Donna Cote*;
Debbie Rolando
From: Kelly King
Copyees: Dan Dorenkamp; John Orr
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Common Interest Privilege - Privileged and
Confidential Draft with Attorney Notes
Pages: 1 with attachment of 34 pages
Request: I.D.
60. Document Type: Email
Date: 8/03/06
To: John Winter*; Charles Tanabe*; Craig Troyer*; Marc Leaf*
From: Mark Burton
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication
Pages: 1
Request: I.D.

61. Document Type: Email
Date: 12/12/2006
To: Deborah Buckley*
From: Craig Troyer*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
62. Document Type: Email
Date: 12/07/2006
To: Deborah Buckley*
From: Craig Troyer*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication
Pages: 1
Request: I.D.
63. Document Type: Email
Date: 12/05/2006
To: Deborah Buckley*
From: Craig Troyer*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

64. Document Type: Email

Date: 12/01/2006

To: Deborah Buckley*

From: Craig Troyer*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

65. Document Type: Email

Date: 5/01/2007

To: Craig Troyer*; Frederick McGrath*

From: John Winter*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

66. Document Type: Email

Date: 5/01/2007

To: John Winter*; Craig Troyer*

From: Frederick McGrath*; John Winter*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged Communications/Attorney Communication

Pages: 1

Request: I.D.

67. Document Type: Email with Attachment

Date: 3/16/2007

To: Charles Tanabe*; Craig Troyer*; Mark Burton; Chris Shean; Debbie Anderssen;
Kelly King; Julie Ballantine;

From: John Winter*

Copyees: Robert Murray*; Frederick McGrath*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft

Pages: 1 with attachment of 26 pages

Request: I.D.

68. Document Type: Email with Attachment

Date: 3/16/2007

To: Dob Bennet; Donne Fisher; Paul Gould; Greg Maffei; David Rapley; Lavoy
Robison; Larry Romrell; Marty Flessner

From: Pamela Coe*

Copyees: Charles Tanabe*; Craig Troyer*; Renee Wilm*; Chris Shean; Mark Burton;
Debbie Anderssen; Julie Ballantine

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Draft

Pages: 1 with attachment of 49 pages

Request: I.D.

69. Document Type: Email

Date: 1/05/2007

To: Craig Troyer*

From: Deborah Buckley*

Copyees: N/A

Subject: [REDACTED]